

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i> , ¹)	Case No. 01-01139 (JKF)
)	Jointly Administered
)	
Debtors.)	(Re: Docket 22020)
)	

**AMENDED DECLARATION OF KEVIN A. MARTIN
CERTIFYING TABULATION OF BALLOTS REGARDING
VOTE ON FIRST AMENDED JOINT PLAN OF REORGANIZATION**

I, KEVIN A. MARTIN declare:

1. I am over the age of eighteen years and am competent to testify about the matters contained herein. I am a Senior Manager of the BMC Group, Inc. (f/k/a Bankruptcy Management Corporation) ("BMC"), at its Southern California office located at 444 North Nash

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Street, El Segundo, California 90245. Unless otherwise stated, I have personal knowledge of the matters set forth herein.

2. On June 8, 2009, the Debtors' counsel filed the *Declaration of Kevin A. Martin Certifying Tabulation of Ballots Regarding Vote on First Amended Joint Plan of Reorganization* (Docket 22020) ("Tabulation Declaration"), with a Ballot Tabulation Report as Exhibit A, which reflected the results of the voting in all classes entitled to vote. Since the filing of the Tabulation Declaration and Exhibit A, three events have occurred that necessitate the filing of this Amended Declaration and Revised Tabulation Detail Report, attached hereto as Exhibit 1.

3. First, pursuant to the *Order Approving the Stipulation Between Debtors and Fireman's Fund Insurance Company for Temporary Allowance of Proof of Claim Pursuant to Bankruptcy Rule 3018* (Docket 22243 entered on June 24, 2009), the Class 6 ballot of Fireman's Fund Insurance Company was allowed, for voting purposes only at \$3,860,000, rather than the original vote amount of \$1.00. I have caused the Ballot Tabulation database maintained by BMC to be revised to reflect the \$3,860,000 amount for Fireman's Fund Class 6 vote to Reject the Plan, and the vote amount is accurately reflected in Exhibit 1 appended hereto.

4. Second, the original Ballot Tabulation Report attached as Exhibit A to the Tabulation Declaration, indicated that in Class 7-A there were 396 votes to Accept and 63 votes to Reject. Due to a data issue during the processing of the Master Ballot spreadsheet submitted by Speights & Runyan, on behalf of their numerous clients in support of their Class 7-A Ballot, 3 votes to Reject were inadvertently tabulated as Accepts, making their count 124 votes to Accept and 0 votes to Reject. I have caused the Ballot Tabulation database to be revised to reflect the correct vote counts of 121 to Accept and 3 to Reject, and the vote counts are accurately reflected in Exhibit 1 appended hereto.

5. Third, the attorneys for Continental Casualty Companies, Ford, Marrin, Esposito, Witmeyer & Gleser, voted the Class 7-A Ballot on behalf of their clients, and pursuant to the Voting Instructions, submitted the voting data on a spreadsheet. The Class 7-A Ballot was counted at 63 votes to Reject based upon the spreadsheet data. However, upon further review of the Claims that comprise the votes on the spreadsheet, pursuant to Paragraph 2.c. of the Voting Procedures, the Class 7-A Ballot should be counted as 1 vote to Reject, as the Claims are all identical Claims filed against multiple Debtors. Thus, I have caused the Ballot Tabulation database to be revised to reflect the correct vote count of 1 to Reject the Plan, and the vote count is accurately reflected in Exhibit 1 appended hereto

6. Exhibit 1 appended hereto is comprised of a three pages: (a) the revised Summary Report; (b) the revised Class 6 page reflecting the revised voting amount for Fireman's Fund; and (c) the revised Class 7-A detail report reflecting the revisions to Speights & Runyan and Ford, Marrin, Esposito, Witmeyer & Gleser's vote counts. These pages replace the respective pages of Exhibit A to the Tabulation Declaration.

[Continued on next page]

7. As reflected in Exhibit 1, Holders of at least two-thirds in amount and more than one-half in number (or for classes voting for Section 524(g) purposes, at least 75% in number) of claims voting in each impaired class have voted to accept the Plan. The votes of creditors in Class 9, which is unimpaired, were provisionally solicited and provisionally tabulated. More than one-half in number of claims voting in Class 9 voted to accept the Plan, but the provisional vote did not obtain the requisite two-thirds dollar amount for acceptance.

8. I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 5, 2009



Kevin A. Martin
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Claims Reconciliation and Solicitation
Consultant to the Debtors and Debtors in
Possession

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of ORANGEOn AUG 5th 2009 before me, BRIAN HOWIE, NOTARY PUBLIC
Date Here Insert Name and Title of the Officerpersonally appeared KEVIN A. MARTIN
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Place Notary Seal Above

Signature Brian Howie
Signature of Notary Public**OPTIONAL**

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

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**BALLOT TABULATION REPORT
SUMMARY**
In Re: W.R. GRACE & CO., et al

Ballot Counts					Ballot Amounts					
Class	Accepted	Rejected	Total Counted	Total Excluded	Total Received	Accepted	Rejected	Total Counted	Total Excluded	Total Received
6	275,366 99.51%	1,349 0.49%	276,715	9,327	286,042	\$4,098,207,537.00 99.39%	\$25,019,025.00 0.60%	\$4,123,226,562.00	\$112,192,515.00	\$4,235,419,077.00
7-A	393 98.99%	4 1.01%	397	0	397					
7-B	1,833 88.42%	240 11.58%	2,073	121	2,194	\$1,820.00 88.60%	\$234.00 11.39%	\$2,054.00	\$121.00	\$2,175.00
8	1 100.00%	0 0.00%	1	1	2	\$6,500,000.00 100.00%	\$0.00 0.00%	\$6,500,000.00	\$6,500,000.00	\$13,000,000.00
9	608 92.54%	49 7.46%	657	20	677	\$66,466,717.59 16.98%	\$325,226,655.86 83.03%	\$391,693,373.45	\$10,165,241.37	\$401,858,614.82
10	33,221,923.6787 89.89%	3,732,968.2619 10.10%	36,954,891.9406	3,627,638.1930	40,582,530.1336					

Class 7A/7B tabulation for Section 524(g) of the Bankruptcy Code:

7	2226 93.71%	244 6.29%	2470	121	2591
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Class	Description
6	Asbestos PI
7-A	Asbestos PD Claims - no US ZAI: votes solicited pursuant to Section 524(g) of the Bankruptcy Code only.
7-B	Asbestos US ZAI PD Claims: votes solicited for Sections 524(g) and 1126 of the Bankruptcy Code
8	CDN ZAI PD Claims
9	General Unsecured Claims
10	Equity Interests in the Parent - reflects incremental number of shares

In Re: W.R. GRACE & CO., et al
BALLOT TABULATION REPORT

Plan Class 6: Asbestos PI

Ctrl. No.	Clim No.	Creditor Name	Accepting		Rejecting		Comments
			Total Amount	Amount	Votes	Amount	
4199		PICZKO, DOMINICK	\$2,500.00	\$2,500.00	1		
3815		FILAK, CHARLES	\$2,500.00	\$2,500.00	1		
3312		FILETTO, GIUSEPPE	\$2,500.00	\$2,500.00	1		
9768		FILIP JEAN	\$180,000.00	\$180,000.00	1		
5366		FIMIA, JOHN	\$2,500.00	\$2,500.00	1		
2813		FINE, RUSSELL	\$2,500.00	\$2,500.00	1		
8694		FINIS JOLLY	\$180,000.00	\$180,000.00	1		
3855		FINKELSTEIN, RAYMOND	\$2,500.00	\$2,500.00	1		
19414		FINNIE B HARRIS SR.	\$2,500.00	\$2,500.00	1		
10434		FINUOLI, JOSEPH	\$300.00	\$300.00	1		
13865		IORE D ACOVINO	\$50,000.00	\$50,000.00	1		
3299		IORE, SALVATORE	\$14,000.00	\$14,000.00	1		
3107		IORE, VINCENT	\$2,500.00	\$2,500.00	1		
3122		IORENZA, CHARLES	\$180,000.00	\$180,000.00	1		
21976	15175	FIREMANS FUND INSURANCE COMPANY	\$3,860,000.00	\$3,860,000.00	1		Voting amt revised per Dkt 22243 - Order Approving Stipulation For Temporary Allowance of Proof of Claim Pursuant to Rule 3018, EOD 6/24/2009

2363		FIRESTINE, DOLORES	\$180,000.00	\$180,000.00	1		
3085		FISCHER, STANLEY	\$2,500.00	\$2,500.00	1		
3194		FISKE (DEC), LAWRENCE	\$7,500.00	\$7,500.00	1		
2961		FITZGERALD, DANIEL	\$2,500.00	\$2,500.00	1		
41		FITZPATRICK, JAMES B	\$7,500.00	\$7,500.00	1		
3081		FLAHERTY, ANNA	\$180,000.00	\$180,000.00	1		
3351		FLANAGAN, THOMAS	\$14,000.00	\$14,000.00	1		
2665		FLANSBURG, MARY KAY	\$2,500.00	\$2,500.00	1		

Plan Class: 6

EXHIBIT 1

In Re: W.R. GRACE & CO., et al
BALLOT TABULATION REPORT

Plan Class 7-A: Asbestos PD Claims - no US ZAI: votes solicited pursuant to Section 524(g) of the Bankruptcy Code only.

				Ballot Counts				Ballot Amounts			
Class	Accepted	Rejected	Total Counted	Total Excluded	Total Received	Accepted	Rejected	Total Counted	Total Excluded	Total Received	
7-A	393	98.99% 4	1.01% 397	0	397						
			Accepting			Rejecting					
Ctr'l. No.	Ctr'l. No.	Creditor Name	Total Amount	Amount	Votes	Amount	Votes	Excluded	Comments		
90013		DIES & HILE LLP			245						
90109		FORD MARRIN ESPOSITO WITMEYER & GLESER			1				62 votes excluded pursuant to Paragraph 2.c. of the Voting Procedures for identical claims filed in multiple cases.		
21609	2785	HAIN CAPITAL HOLDINGS LLC			1				Signing Capacity not Indicated		
90088		MOTLEY RICE LLC			17						
21633	14359	SEALED AIR CORPORATION			1						
90124		SPEIGHTS & RUNYAN			121			3			
10395	6950	THE PRUDENTIAL INSURANCE COMPANY OF AMER			1						
10397	6948	THE PRUDENTIAL INSURANCE COMPANY OF AMER			1						
10398	6946	THE PRUDENTIAL INSURANCE COMPANY OF AMER			1						
10399	6952	THE PRUDENTIAL INSURANCE COMPANY OF AMER			1						
10400	6947	THE PRUDENTIAL INSURANCE COMPANY OF AMER			1						
10393	6945	THE PRUDENTIAL INSURANCE COMPANY OF AMERICA			1						
10394	6951	THE PRUDENTIAL INSURANCE COMPANY OF AMERICA			1						
10396	6949	THE PRUDENTIAL INSURANCE COMPANY OF AMERICA			1						

EXHIBIT 1